

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018
847 318-7575
Fax 847 318-7588

RECORDATION NO. 20692 FILED

MAY 22 '97

10-42 AM



May 21, 1997

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W.
Room 704
Washington, D.C. 20423-0001

RECEIVED
SURFACE TRANSPORTATION
BOARD

MAY 22 10 42 AM '97

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated March 12, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: AG Processing, Inc.
P.O. Box 2047
Omaha, NE 68103-2047

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Bob Hamilton".

Bob Hamilton
Director-Documentation

RECORDATION NO. 20692 FILED

Memorandum of Lease

MAY 22 '97

10-42 AM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12th day of March, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and AG Processing("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of March 12, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]Name: JOHN J. THOMASTitle: Pres. SentBy: [Signature]Name: Michelle BergTitle: Off. ManagerExecuted on this 8th day of April, 1997.

[CORPORATE SEAL]

STATE OF Illinois

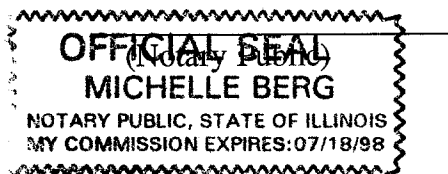
COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of April, 1997.

Michelle Berg
Notary Public

My Commission Expires:



LESSEE:

AG PROCESSING, INC.

ATTEST:

By: 

Name: TONY PORTER
GROUP VICE PRESIDENT
SOY PROCESSING OPERATIONS

Title: _____

By: 

Name: Delores Hunt

Title: Rail Equipment
Coordinator

Executed on this 21 day of MARCH, 1997.

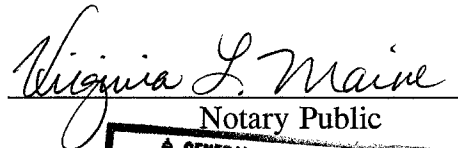
[CORPORATE SEAL]

STATE OF NEBRASKA

COUNTY OF DOUGLAS

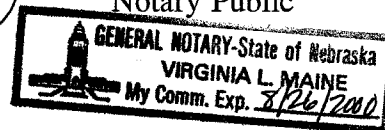
I, VIRGINIA L. MAINE, a Notary Public in and for said state and county, certify that ANTHONY L. MAINE personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 21 day of MARCH, 1997.


Notary Public

My Commission Expires:

August 26, 2000
(Notary Public)



CAR NUMBERS

TGOX	012955
TGOX	012968
RUSX	030017
RUSX	030018
RUSX	030019
RUSX	030021
RUSX	030023
RUSX	030025
RUSX	030026
RUSX	030030
RUSX	030032
RUSX	030033
RUSX	030034
RUSX	030035
RUSX	030036
TGOX	030613
TGOX	030626
TGOX	030629
TGOX	030630
TGOX	030651
TGOX	030663
TGOX	030667
TGOX	030668
TGOX	030669
TGOX	030673